

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO.

23870-B FILED

FEB 21 2002

4-53 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

February 21, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement, dated as of February 21, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: National Railway Equipment Co.  
14400 South Robey Street  
Dixmoor, Illinois 60426

Lessee: SLR Leasing Corp.  
96 South George Street  
Suite 400  
York, Pennsylvania 17401

A description of the railroad equipment covered by the enclosed document is:

Two (2) locomotives: SLQ 3209 and SLQ 3210.

23870-B 4.53

94

Mr. Vernon A. Williams  
February 21, 2002  
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

Mr. Vernon A. Williams  
February 21, 2002  
Page 2

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Robert W. Alvord

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## MEMORANDUM OF LEASE SUPPLEMENT

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT made and entered into on February 21, 2002 by and between **National Railway Equipment Company**, an Illinois corporation, as lessor (the "Lessor") and **SLR Leasing Corp.**, a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Locomotive Lease Agreement (the "Lease Agreement"), dated February 21, 2002, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement dated February 21, 2002, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**NATIONAL RAILWAY EQUIPMENT  
COMPANY**By [Signature]Name: Patricia R. FrancellaTitle: Executive Vice President  
Operations

Executed on this \_\_\_\_ day of February, 2002.

**SLR LEASING CORP.**

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of February, 2002.

MEMORANDUM OF LEASE SUPPLEMENT

MEMORANDUM OF LEASE SUPPLEMENT made and entered into on February 21, 2002 by and between **National Railway Equipment Company**, an Illinois corporation, as lessor (the "Lessor") and **SLR Leasing Corp.**, a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

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2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**NATIONAL RAILWAY EQUIPMENT  
COMPANY**

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of February, 2002.

**SLR LEASING CORP.**

By Scott F. Ziegler  
Name: Scott F. Ziegler  
Title: Sr VP & CFO

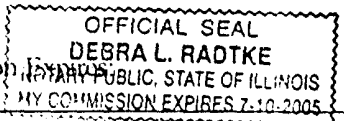
Executed on this \_\_\_\_ day of February, 2002.

[Memorandum of Lease Supplement]

STATE OF Illinois )  
 ) SS:  
COUNTY OF Will )

On this, the 19th day of February, 2002, before a Notary Public in and for said County and State, personally appeared Paluch Frangella, who being by me duly sworn, says that (s)he is the Executive Vice President of National Railway Equipment Company, that said instrument was signed on February    , 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Debra L. Radtke  
Name: \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Residing in \_\_\_\_\_  


STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of February, 2002, before a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of SLR Leasing Corp., that said instrument was signed on February \_\_\_\_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

[Memorandum of Lease Supplement]

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of February, 2002, before a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of National Railway Equipment Company, that said instrument was signed on February \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF PA )  
 ) SS:  
COUNTY OF York )

On this, the 21 day of February, 2002, before a Notary Public in and for said County and State, personally appeared Scott F. Zeigler, who being by me duly sworn, says that (s)he is the Gen. VP and CFO of SLR Leasing Corp., that said instrument was signed on February 21, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Carolyn L. Grogs  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

NOTARIAL SEAL  
CAROLYN L. GROGS, Notary Public  
Spring Grove Borough, York County  
My Commission Expires July 18, 2005

EXHIBIT A

Units

<u>Equipment</u>	<u>Quantity</u>	<u>Road Numbers</u>
GP40-2	1	SLQ 3209
GP40-2	1	SLQ 3210



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

2/21/02



\_\_\_\_\_  
Robert W. Alvord